



NATIONAL PLANT BOARD, INC.

BYLAWS

ARTICLE I OFFICES

Amended June 21, 2004

Section 1. Principal Office. The principal office of the Corporation shall be located at 216 W. Jones, Street, Raleigh, North Carolina 27603. (Mail: 1060 Mail Service Center, Raleigh, NC 27699).

Section 2. Registered Office. The registered office of the Corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.

Section 3. Other Offices. The Corporation may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors may from time to time determine, or as the affairs of the Corporation may require.

Section 4. Registered Agent. The initial registered agent for the corporation is Samuel H. Johnson.

ARTICLE II MEMBER AGENCY PARTICIPATION

Amended June 21, 2004

Section 1. Members. The membership of the National Plant Board, Inc. shall include only United States of America official State or Commonwealth plant regulatory agencies that are members in good standing with their regional plant boards or chapters or such other entities or groups as shall be approved by the Board of Directors. Member agencies are not limited in the number of attendees at National Plant Board meetings or participants on National Plant Board committees.

Adopted: December 17, 2003
Amended: June 21, 2004

Section 2. Voting. A representative from each State or Commonwealth or other groups is the voting unit unless otherwise provided. Designation of the official voting representative of a member agency shall be identified by the member agency on an annual basis, or as needed if changes occur. Each National Plant Board member agency shall be allowed to cast one non-binding vote on issues brought before the general session of the National Plant Board. Issues voted on shall be limited to referrals to or from regional boards and/or the Board of Directors.

Section 3. Meetings. A general meeting of the National Plant Board membership shall be held annually or on call by the president or at the request of a majority of the members of the Board of Directors. All meetings shall be governed by parliamentary procedures defined in the bylaws. The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern the National Plant Board in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the National Plant Board may adopt. Any person may attend general sessions of the organization. An appointment to be heard before an open meeting on any matter within the scope of the National Plant Board's activities may be granted upon approval of a majority of the Board of Directors.

ARTICLE III GENERAL PROVISIONS

Amended June 21, 2004

Section 1. Seal. The corporate seal of the Corporation shall consist of an embossed seal or rubber stamp of two concentric circles between which is the name of the corporation and in the center of which is inscribed the words "NATIONAL PLANT BOARD CORPORATE SEAL."

Section 2. Waiver of Notice. Whenever any notice is required to be given to any shareholder or director under the provisions of the North Carolina Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or Bylaws of this Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE IV ELECTION AS A SECTION 501(c)(5) CORPORATION

Amended June 21, 2004

Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(5) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(5) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(5) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine or as provided in the Articles of Incorporation.

ARTICLE V OFFICERS

Section 1. The officers of the National Plant Board shall consist of a president, vice-president, and a secretary-treasurer elected annually for a maximum of two years, or until their successors are elected and qualified. The officers shall perform the duties usually performed by such officers, together with such duties as shall be prescribed by the Articles of Incorporation and bylaws, or the Board of Directors. All officers shall, on expiration of their terms, surrender to their successors all National Plant Board property. The Board may also employ an Executive Director.

Section 2 President. The president shall be the principal executive officer of the National Plant Board and shall, in general, supervise and control all business of the National Plant Board. The president shall preside at all meetings of the members and of the Board of Directors. The president is authorized to appoint committees or designate National Plant Board representatives to carry out the purpose of the organization.

Section 3. Vice-President. The vice-president shall assume the duties and powers of the president in the president's absence and will perform such other duties as the president or Board of Directors may direct.

Section 4. Secretary–Treasurer. The secretary-treasurer, under the direction of the president, shall keep the minutes of all National Plant Board meetings and meetings of the Board of Directors, and will submit the minutes for approval by the Board of Directors. The secretary-treasurer shall maintain all books of account of the National Plant Board and ensure that a record is kept of all votes and confirmation of votes cast by mail or telephone in case of any Board of Directors member so voting at a Board of Directors meeting.

Section 5. Executive Director. The Board of Directors may employ an Executive Director and prescribe the administrative and operational duties to be performed by that person. The executive director shall report to and be under the direct supervision of the president. The Board of Directors may authorize the executive director to enter into contracts or execute and deliver any document or legal instrument on behalf of the National Plant Board. The Executive Director, with the concurrence of the Board of Directors, may employ and terminate staff members as necessary to carry out the work of the National Plant Board. The executive director shall have ex officio, non-voting status on the Board of Directors. The Executive Director shall not represent a member agency while serving as executive director.

ARTICLE VI BOARD OF DIRECTORS

Section 1. Purpose. The Board of Directors shall establish policy and direct the official business of the National Plant Board. In addition, the Board of Directors shall function as a liaison between the National Plant Board and the regional plant boards, agencies of the federal government, and other appropriate stakeholder organizations.

Section 2. Membership. The Board of Directors of the National Plant Board shall be a twelve member body composed of the president, vice-president, and secretary-treasurer, immediate past president, presidents of the regional plant boards, and four at-large members, one designated by each regional plant board. Only one representative per official member agency of the National Plant Board may serve as a member of the Board of Directors. In the absence of any duly qualified member of the Board of Directors, an alternate member duly authorized by the appropriate regional board shall be entitled to serve for the absent member at any meeting of the Board of Directors. All members of the Board of Directors shall be representatives of official state or commonwealth plant regulatory agencies that are members of the National Plant Board. Regional board representation on the Board of Directors shall be equal.

Section 3. Procedures. The Board of Directors shall meet on the call of the president or on request of a majority of the members. All meetings shall be governed by parliamentary procedures as defined in these bylaws. A quorum shall consist of at least seven members, representing a majority of the regional boards. Any matter submitted to a quorum of the Board of Directors by a regional board shall be considered as a part of the usual order of business by the Board of Directors during the meeting immediately following the submission. An appointment to be heard by the Board of Directors on any matter within the scope of the National Plant Board's activities may be granted upon approval of a majority of the Board of Directors. Minutes or summaries of Board of Directors' meetings shall promptly be sent or made available to all National Plant Board members.

Section 4. Officers. The officers of the National Plant Board and the officers of the Board of Directors shall be the same.

Section 5. Vacancies and Mid-Term Succession of Officers. In the event that any of the regional plant board representatives, excluding officers, is no longer qualified or able to serve causing a vacancy, within 30 days of the vacancy, the regional plant board shall submit to the Board of Directors the name of a person to fill the vacancy.

If the president vacates the office prior to the completion of the current term, the order of succession shall proceed as follows:

1. The vice-president shall assume the office of president.
2. The secretary-treasurer shall assume the office of vice-president.
3. The regional board represented by the vacating president shall select a replacement member on the Board of Directors.
4. The Board of Directors shall then select a new secretary-treasurer representing a regional board not represented by the new president or vice-president.

If the vice-president vacates the office prior to the completion of the current term, the order of succession shall proceed as follows:

1. The secretary-treasurer shall assume the position of vice-president.
2. The regional board represented by the vacating vice-president shall select a replacement member on the Board of Directors.
3. The Board of Directors shall then select a new secretary-treasurer representing a regional board not represented by the president or new vice-president.

If the secretary-treasurer vacates the office prior to the completion of the current term, the order of succession shall proceed as follows:

1. The regional board represented by the vacating secretary-treasurer shall select a replacement member to the Board of Directors.
2. The Board of Directors shall then select a new secretary-treasurer representing a regional board not represented by the president or vice-president.

In the event immediate past president vacates his or her state regulatory position also relinquishes his or her position on the Board of Directors:

1. The president may appoint the immediate past president as an ex-officio member of the Board of Directors for a period up to one year. As an ex-officio member, the immediate past president may attend meetings of the Board of Directors upon the invitation of the president. In addition, the ex-officio member is not authorized to vote on any matters brought before the Board, or speak on behalf of the Board.
2. The regional board represented by the vacating immediate past-president shall select a replacement member to the Board of Directors.

Any person vacating an officer position in mid-term also relinquishes his or her position on the Board of Directors.

ARTICLE VII FISCAL MATTERS

Section 1. Dues. The regional boards shall pay annual dues as established by the Board of Directors for each National Plant Board member agency, and these funds shall be deposited by the secretary-treasurer in an account established in the name of the National Plant Board, Inc.

Section 2. Deposits. Funds received by the National Plant Board shall be deposited by the Secretary-Treasurer or such other person as designated by the Board of Directors. National Plant Board funds may be deposited to the credit of the National Plant Board in such banks, trust companies, other depositories, or investment companies as the Board of Directors may select.

Section 3. Withdrawals. The secretary-treasurer, or such other person as designated by the Board of Directors, shall issue all checks, drafts, or orders for payment. Copies of bills, expense claims, or other demands for payment shall be maintained in the corporation's files as support or justification for all payments. The secretary-treasurer must be notified in advance of all withdrawals made by a person other than the secretary-treasurer. Withdrawals by authorized persons other than the secretary-treasurer shall be limited to \$200.

Section 4. Fiscal Year. The fiscal year for the National Plant Board shall be September 1 through August 31.

Section 5. Tax Filing. The National Plant Board shall assume primary responsibility for tax filings through information timely submitted by the individual regional plant boards.

ARTICLE VIII FORMULATION AND ISSUANCE OF POLICY

Section 1. Purpose. The purpose of National Plant Board (NPB) policy formulation and issuance is to:

1. Assign responsibility for carrying out the principles and practices of the NPB's constitution and bylaws.
2. Provide a basis for development of procedural guidelines for the NPB's organizational, personnel and financial affairs.
3. Bring about an understanding of international, federal, state and local pest prevention and plant health issues and programs.
4. Establish guidelines for international, federal, state and local pest prevention and plant health program operations.
5. Provide recognized authority, consistent with applicable laws, under which action is to be taken and to minimize the possibility of unauthorized action.
6. Facilitate decisions and promote consistency of interpretation and application of laws, regulations, policies, guidelines, and principles across organizational lines and over time.
7. Provide a record to guide future policy formulation and issuance and serve as a framework for policy revisions that appear to be desirable on the basis of experience.

Section 2. Policy Elements. The key elements of NPB policy formulation and issuance are as follows:

1. Formation of a standing NPB Policy Committee consisting of two representatives of each of the four regional plant boards with responsibility for ensuring compliance with the requirements of this policy statement, ongoing review of existing policy, and drafting, or soliciting drafts of, new policies. One member of the policy committee may be selected by the President to serve as the chairperson of the policy committee. At the discretion of the President, the policy committee may also serve as the resolutions committee for each of the corporation's annual meetings.

Adopted: December 17, 2003

Amended: June 21, 2004

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2. Collaboration with the National Association of State Departments of Agriculture (NASDA) to:
 - i. Help ensure inter-organizational policy consistency.
 - ii. Provide input to NASDA policy-making relative to plant pest prevention and plant health issues, programs and trade.
3. Soliciting input from other interested and affected parties prior to the issuance of new or revised policy.

The Policy Committee shall, in advance of official adoption, develop an orderly means of determining and considering, fairly and impartially, the views of organizations or persons who must apply, or who will be affected by, a particular NPB policy.

In developing the means for obtaining and considering the views of interested and affected parties, the Policy Committee should consider the following:

- i. Appropriate organizations, individuals, or special consultative groups to be tapped for suggestions and opinions and whether they adequately represent those interested and affected.
 - ii. The methods to be used to solicit suggestions and opinions such as personal contacts, conference calls, questionnaires, or requests for written comments.
 - iii. Periodic evaluation of the effectiveness of the methods used for contacting interested and affected parties.
4. Ensuring consistency with applicable laws, regulations, other established relevant policies, and the rules (constitution and bylaws) that govern the NPB.

In considering this key element of NPB policy formulation and issuance, the Policy Committee should evaluate the degree to which policies are:

- i. Built around and related to the laws, regulations, etc. that are imposed by higher or outside authority and
 - ii. Possessing sufficient content to minimize the need for consulting other documents or applicable laws, regulations, etc.
5. Formulation, as needed, of appropriate procedures and instructions for implementing NPB policies for submission to the officers and Board of Directors for approval and issuance to the membership.

Adopted: December 17, 2003

Amended: June 21, 2004

To the extent that prescribed procedures or other detailed instructions are necessary for the uniform and consistent application of NPB policies, the Policy Committee shall ensure that procedures truly do facilitate the application of relevant policy by complying with the following:

- i. Easily located and used by being conveniently keyed, cross-referenced, or otherwise linked-up with relevant policy statements.
- ii. Simple but complete and flexible enough to permit full and effective application consistent with frequency of use, the number of persons or entities affected, and the volume of activity involved.

6. Publication of policies:

- i. Policies shall be issued and maintained in a simple and orderly manner so that they are easy to find and use.
- ii. Approved policy statements shall be made available promptly to all NPB members and other interested and affected parties.

ARTICLE IX
AMENDMENTS
Amended June 21, 2004

Section 1. Bylaws. Bylaws may be established as needed to interpret and make specific the provisions contained in the Articles of Incorporation. However, the bylaws may not exceed or conflict with provisions in the Articles of Incorporation. Proposals for bylaws or their modification may be made by any member agency through their regional plant board, any regional board, or the Board of Directors. The Board of Directors, through the regional plant board presidents, must notify all members of any proposed modifications to the bylaws at least 30 days prior to final action by the Board of Directors. The bylaws will become effective upon approval by three-fourths of the Board of Directors.